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UNITEDSTATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL AUDITED REPORT **FORM X-17A-5** FEB 2 8 2013 PART III

OMB APPROVAL

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FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING	01/01/12	AND ENDING	12/31/12	
	MM/DD/YY		MM/DD/YY	
A. REGIS	TRANT IDENTIF	ICATION		
NAME OF BROKER-DEALER: ING America E	quities, Inc.		OFFICIAL USE ONLY	
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.) One Orange Way		Box No.)	FIRM I.D. NO.	
	(No. and Street)		оння моження на формация на положення установа форма на подат рефоненсительного проседену дона и него у него н	
Windsor	CT		06095	
(City)	(State)		(Zip Code)	
NAME AND TELEPHONE NUMBER OF PERS Cynthia Grimm	ON TO CONTACT IN	REGARD TO THIS RE	EPORT (610) 425-4294 (Area Code – Telephone Number)	
B. ACCOU	UNTANT IDENTIF	ICATION		
INDEPENDENT PUBLIC ACCOUNTANT whose	se opinion is contained	in this Report*	мария в при	
Ernst & Young LLP				
,	me - if individual, state last			
55 Ivan Allen Jr Blvd	Atlanta	GA	30308	
(Address)	(City)	(State)	(Zip Code)	
CHECK ONE:				
▼ Certified Public Accountant				
☐ Public Accountant				
☐ Accountant not resident in United	States or any of its pos	sessions.		
FO	R OFFICIAL USE	ONLY		

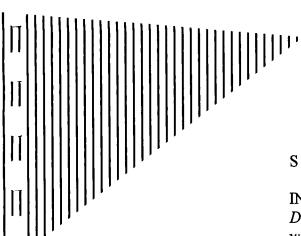
*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

3/1/13

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FEB 20 2013

Washington DC 401



STATEMENT OF FINANCIAL CONDITION

ING America Equities, Inc.

December 31, 2012

with Report of

Independent Registered Public Accounting Firm

Ernst & Young LLP

OATH OR AFFIRMATION

I, Cynthia Grimm	, swear (or affirm) that, to the best of
my knowledge and belief the accompanying financial ING America Equities, Inc.	al statement and supporting schedules pertaining to the firm of
of December 31	, 20 12 , are true and correct. I further swear (or affirm) that
neither the company nor any partner, proprietor, proclassified solely as that of a customer, except as follows:	incipal officer or director has any proprietary interest in any account lows:
NOTARIAL SEAL DANA M BLACKMAN Notary Public EAST WHITELAND TWP., CHESTER CNTY My Commission Expires Dec 18, 2013 Vana M Blackman 2/11/2013 Notary Public	Cytha Drunch Signature Financial Operations Principal Title
Computation for Determination of the Reservable (k) A Reconciliation between the audited and a consolidation. (l) An Oath or Affirmation. (m) A copy of the SIPC Supplemental Report.	on. uity or Partners' or Sole Proprietors' Capital. linated to Claims of Creditors. Requirements Pursuant to Rule 15c3-3.

^{**}For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

ING America Equities, Inc. Statement of Financial Condition December 31, 2012

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Ernst & Young LLP One Commerce Square Suite 700 2005 Market Street

Philadelphia, PA 19103

Tel: +1 215 448 5000 Fax: +1 215 448 4069

Report of Independent Registered Public Accounting Firm

The Member and Board of Directors ING America Equities, Inc.

We have audited the accompanying statement of financial condition of ING America Equities, Inc. (the Company) as of December 31, 2012, and the related notes to the statement of financial condition.

Management's Responsibility for the Financial Statement

Management is responsible for the preparation and fair presentation of the statement of financial condition in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of a statement of financial condition that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the statement of financial condition based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the statement of financial condition in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the statement of financial condition.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the financial position of ING America Equities, Inc. at December 31, 2012, in conformity with U.S. generally accepted accounting principles.

February 26, 2013

Ernst : Young cer

ING America Equities, Inc. Statement of Financial Condition December 31, 2012

Assets	
Cash	\$ 1,782,202
Due from affiliates	407,768
Deferred tax asset	79,655
Other assets	6,524
Total assets	 2,276,149
Liabilities and stockholder's equity	
Liabilities:	
Commissions payable	83,390
Due to affiliates, including \$31,715 under tax allocation agreement	296,112
Other liabilities	 11,089
Total liabilities	 390,591
Stockholder's equity:	
Common stock (\$1.00 par value; 250,000 shares authorized;	
150,000 shares issued and outstanding)	150,000
Additional paid-in capital	1,951,000
Accumulated deficit	 (215,442)
Total stockholder's equity	 1,885,558
Total liabilities and stockholder's equity	\$ 2,276,149

1. Nature of Business and Ownership

ING America Equities, Inc.'s (the "Company") business consists primarily of the wholesale distribution of variable life policies and annuity contracts on behalf of affiliated insurance companies. The Company operates as a broker-dealer under the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority ("FINRA"). The Company is a wholly owned subsidiary of Security Life of Denver Insurance Company ("SLD" or "Parent") and ultimately of ING U.S., Inc. ING U.S., Inc. (name changed from ING America Insurance Holdings, Inc. on June 14, 2012) is an indirect, wholly-owned subsidiary of ING Groep N.V. ("ING"), a global financial services holding company based in the Netherlands.

The Company's securities transactions are primarily limited to life insurance and variable annuities. The Company does not carry customer accounts and is not required to make the periodic computation of reserve requirements for the exclusive benefit of customers. Accordingly, the Company is exempt from Securities and Exchange Commission ("SEC") Rule 15c3-3.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management believes that the estimates utilized in preparing its financial statements are reasonable and prudent. Actual results could differ from those estimates.

Cash

Cash represents cash on deposit.

Income Taxes

Deferred income tax assets and liabilities result from temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements that will result in taxable or deductible amounts in future years.

Liabilities Subordinated to the Claims of General Creditors

At December 31, 2012, and during the year then ended, the Company had no liabilities subordinated to the claims of general creditors.

Subsequent Events

The Company has evaluated subsequent events for recognition and disclosure through the date the financial statements were issued.

3. Income Taxes

The results of the Company's operations are included in the consolidated tax return of ING U.S., Inc. ING U.S., Inc. and its subsidiaries each report current income tax expense as allocated under a consolidated tax allocation agreement. Generally, this allocation results in profitable companies recognizing a tax provision as if the individual company filed a separate return and loss companies recognizing benefits to the extent of their losses.

Deferred income taxes have been established by each member of the consolidated group based upon the temporary differences within each entity. The Company did not have any deferred tax liabilities at December 31, 2012. Significant components of the Company's deferred tax asset at December 31, 2012, are as follows:

Deferred tax asset:

Pension	\$ 32,137
Deferred compensation	5,027
Other	 42,491
Net deferred tax asset	\$ 79,655

Management has evaluated the need for a valuation allowance for the deferred tax asset and believes that the deferred tax asset will more likely than not be realized. Accordingly, no valuation allowance has been recognized.

The Company has reviewed and evaluated the relevant technical merits of each of its tax positions in accordance with Accounting Standards Codification ("ASC") Topic 740, *Income Taxes*, and determined that there are no uncertain tax positions that would have a material impact on the financial statements of the Company.

The Internal Revenue Service ("IRS") is currently examining ING U.S., Inc.'s tax returns for the years 2011 through 2013 as a part of the IRS Compliance Assurance Process ("CAP") program. Tax year 2010 was settled with the IRS in the first quarter of 2012. Management is not aware of any adjustments as a result of the settlement of the prior year

ING America Equities, Inc. Notes to Financial Statements

audits or the continuing examinations that would have a material impact on the financial statements of the Company.

4. Employee Benefits

The employees of the Company are covered by a variety of employee benefit plans (401(k), pension, and deferred compensation) that are administrated by affiliates. The different plans have various eligibility standards, vesting requirements, and guidelines for matching. The Company had no separate employee benefit plan in 2012 and relied on its affiliated companies to cover all eligible employees. All benefits that were paid by these affiliates were charged back to the Company for reimbursement.

5. Related Party Transactions

The Company distributes variable life policies and annuity contracts issued by SLD, ReliaStar Life Insurance Company ("RLI"), and ReliaStar Life Insurance Company of New York ("RLNY"), affiliates of the Company. The Company receives all of its commission revenue from the affiliated insurance companies which is passed through to retail broker-dealers as commission payments.

Pursuant to distribution service agreements with affiliated insurance companies, the Company receives compensation from the affiliated companies through an annual distribution fee.

The Company participates in administrative service agreements with affiliated insurance companies and ING U.S., Inc. for general business, administrative, and management services provided by the affiliated companies to the Company.

Amounts reported in the statement of financial condition related to transactions and agreements with affiliates may not be the same as those recorded if the Company was not a wholly-owned subsidiary of its Parent.

6. Contingencies

The Company is party to claims, lawsuits, and/or arbitrations arising in the course of its normal business activities. While it is not possible to forecast the outcome of such lawsuits/arbitrations, in light of existing insurance and established reserves, it is the opinion of management that the disposition of such lawsuits/arbitrations will not have a materially adverse effect on the Company's operations or financial position.

The Company and its affiliates periodically receive informal and formal requests for information from various state and federal governmental agencies and self-regulatory organizations in connection with inquiries and investigations of the products and

ING America Equities, Inc. Notes to Financial Statements

practices of the Company, its affiliates or the financial services industry. Such investigations and inquiries could result in regulatory action against the Company. The potential outcome of any such action is difficult to predict but could subject the Company or its affiliates to adverse consequences, including, but not limited to, settlement payments, penalties, fines and other financial liability. It is not currently anticipated that the outcome of any such action will have a material adverse effect on the Company.

In one such regulatory matter, the Company has reached an agreement with FINRA resulting in an immaterial amount regarding certain email retention and supervision issues that the Company had self-reported. The Company, along with certain affiliates, and FINRA have executed a Letter of Acceptance, Waiver and Consent ("AWC").

7. Net Capital Requirements

The Company is subject to the SEC Uniform Net Capital Rule ("Rule 15c3-1"), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Rule 15c3-1 also provides that equity may not be withdrawn or cash dividends paid if the resulting net capital would exceed 12 to 1.

At December 31, 2012, the Company had net capital of \$1,391,611, which was \$1,365,572 in excess of its required net capital of \$26,039. The Company's ratio of aggregate indebtedness to net capital at December 31, 2012, was .28 to 1.

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